

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

FEE APPLICATION COVER SHEET FOR THE PERIOD
APRIL 4, 2023 THROUGH AUGUST 11, 2023

Debtor:	<u>LTL Management LLC</u>	Applicant:	<u>Brown Rudnick LLP</u>
Case No.:	<u>23-12585 (MBK)</u>	Client:	<u>Official Comm of Talc Claimants</u>
Chapter:	<u>11</u>	Case Filed:	<u>April 4, 2023</u>

SECTION I
FEE SUMMARY

☐ Monthly Fee Application No. __ or ☐ Interim Fee Application No. __ or ☒ Final Fee Application

Summary of Amounts Requested for the Period from April 4, 2023 through August 11, 2023
(the "Final Fee Application")

Total Fees:	\$10,432,306.75 ^{1,2}
Total Disbursements:	\$564,291.91
Total Fees and Disbursements:	\$10,996,598.66
Fees Paid to Date:	\$7,458,783.80
Expenses Paid to Date:	\$536,978.04
Holdbacks (April through July Statements):	\$1,864,695.95
August Fee Statement (unpaid) ³	\$428,153.22
Gap Period	\$707,987.65

¹ During this fee period, Brown Rudnick excluded fees in the aggregate amount of \$564,680.50 in respect of transient timekeepers and other voluntary reductions.

² The within final fee application includes time and expenses for the period from April 4, 2023 through April 14, 2023 (the "Gap Period"), as a motion is pending before the Court at Docket No. 1241 to make the retention of TCC professionals effective as of April 4, 2023, or in the alternative, to allow the fees and expenses for such period as a substantial contribution to this bankruptcy case (the "Motion"). Details for the fees and expenses incurred during the Gap Period were included with the filing of the Motion and are incorporated herein by reference. Details for the fees and expenses incurred during the period from April 14, 2023 through August 11, 2023 (the "Retained Period") were included with the Monthly Fee Statements and are summarized herein.

³ The objection deadline for our August monthly fee statement is September 13, 2023.

NAME OF PROFESSIONAL & TITLE	YEAR ADMITTED (Or Years of Professional Service)	HOURS	RATE⁴	FEE
1. David J. Molton	Partner 1983	780.4	\$1,950	\$1,504,035.00
2. Jeffrey L. Jonas	Partner 1988	497.4	\$1,900	\$883,985.00
3. Michael S. Winograd	Partner 2001	1,066.5	\$1,280	\$1,365,120.00
4. Sunni P. Beville	Partner 2002	506.3	\$1,390	\$672,482.00
5. Cathrine M. Castaldi	Partner 1991	207.3	\$1,390	\$267,297.00
6. Vincent J. Guglielmotti	Partner 2005	.7	\$1,375	\$962.50
7. Barbara J. Kelly	Partner 1982	27.7	\$1,375	\$38,087.50
8. Eric R. Goodman	Partner 2003	666.5	\$1,325	\$846,940.00
9. Mark Baldwin	Partner 1986	14.7	\$1,315	\$19,330.50
10. Kenneth Aulet	Partner 2012	61.2	\$1,200	\$73,440.00
11. Nicole M. Bouchard	Partner 2009	58.6	\$1,200	\$70,320.00
12. Cameron D. Moxley	Partner 2005	377.8	\$1,105	\$413,049.00
13. Susan Sieger-Grimm	Counsel 1994	662.4	\$1,055	\$690,128.25
14. Joel S. Miliband	Partner 1977	5.2	\$1,135	\$5,902.00
15. Tristan G. Axelrod	Partner 2015	5.1	\$1,000	\$5,100.00
16. Gerard T. Cicero	Partner 2015	443.2	\$1,000	\$442,200.00
17. Shari I. Dwoskin	Partner 2014	358.8	\$1,025	\$361,825.00
18. Michael W. Reining	Associate 2015	480.4	\$955	\$458,782.00
19. Tia C. Wallach	Partner 2013	7.8	\$955	\$7,449.00
20. Alexander F. Kasnetz	Associate 2018	278.0	\$890	\$244,972.50
21. Matthew A. Sawyer	Associate 2019	132.6	\$890	\$118,014.00
22. Reuben G. Gottlieb	Associate 2020	6.4	\$765	\$4,896.00

⁴ Rates in this statement reflect the annual rate increase disclosed in our retention application.

NAME OF PROFESSIONAL & TITLE	YEAR ADMITTED (Or Years of Professional Service)	HOURS	RATE ⁴	FEE
23. Jennifer M. Schein	Associate 2017	406.3	\$765	\$309,327.75
24. W. Lydell Benson, Jr.	Associate 2022	506.5	\$765	\$384,986.25
25. David Weinstein	Associate 2020	431.2	\$685	\$295,372.00
26. Thomas D. Rezach	Associate 2020	43.0	\$630	\$27,090.00
27. Harriet E. Cohen	Paralegal	182.0	\$490	\$89,180.00
28. Carlene M. Mercier	Paralegal	90.6	\$485	\$43,941.00
29. Susan G. Oldham	Paralegal	14.0	\$485	\$6,790.00
30. Madelyn A. Soliman	Paralegal	49.1	\$470	\$23,077.00
31. Jasnoor Hundal	Summer Associate	112.5	\$465	\$52,312.50
32. Jeannie Mendez	Paralegal	9.0	\$365	\$3,285.00
TOTALS		8,489.2		\$9,729,678.75

April 14, 2023 through August 11, 2023:

Fee Totals: \$9,729,678.75
 Disbursements Totals: \$558,932.26
 Total Fee Application: ~~\$10,288,611.01~~

April 4, 2023 through April 14, 2023:

Fee Totals: \$702,628.00
 Disbursements Totals: \$5,359.65
 Total Fee Application: ~~\$707,987.65~~

Total for Gap Period plus Retained Period:

Fee Totals: \$10,432,306.75
 Disbursements Totals: \$564,291.91
 Total Fee Application: ~~\$10,996,598.66~~

**SECTION II
SUMMARY OF SERVICES
RENDERED DURING RETAINED PERIOD**

SERVICES RENDERED	HOURS	FEE
a) Asset Analysis and Recovery: Identification and review of potential assets including causes of action and non-litigation recoveries.	0.0	\$0.00
b) Asset Disposition Sales, leases, abandonment and related transaction work.	0.0	\$0.00
c) Avoidance Action Litigation Preference and fraudulent transfer litigation.	0.0	\$0.00
d) Business Operations Issues related to debtor-in-possession operating in chapter 11 such as employee, vendor, tenant issues and other similar problems.	0.0	\$0.00
e) Case Administration Coordination and compliance activities, including review of statement of financial affairs, schedules, list of contracts, United States Trustee interim statements and operating reports; contacts with the United States Trustee; general creditor inquiries.	94.8	\$53,061.00
f) Claims Administration and Objections Specific claim inquiries; bar date motions; analyses, objections and allowance of claims.	1.2	\$2,228.00
g) Employee Benefits/Pensions Review issues such as severance, retention, 401K coverage and continuance of pension plan.	0.0	\$0.00
h) Fee/Employment Applications Preparations of employment and fee applications for self or others; motions to Establish interim procedures.	91.8	\$87,257.50
i) Fee/Employment Objections Review of an objections to the employment and fee applications of others.	11.5	\$15,579.50
j) Financing Matters under 361, 363 and 364 including cash collateral and secured claims; loan document analysis.	0.0	\$0.00
k) Litigation General litigation and other contested matters.	1,588.2	\$1,827,241.00
l) Meetings of Creditors Preparing for and attending the conference of creditors, the 341 meeting and creditors' committee meetings.	534.0	\$752,585.00

SERVICES RENDERED	HOURS	FEE
m) Plan and Disclosure Statement Formulation, analysis, presentation, and confirmation; compliance with the plan confirmation order, related orders and rules; disbursement and case closing activities, except those related to allowance and objections to allowance of claims.	1,061.2	\$1,234,856.00
n) Relief from Stay Proceedings / Injunction Litigation in Adversary Proceeding Matters relating to termination or continuation of automatic stay under sections 362 and 105; matters relating to preliminary injunction and related appeals.	700.5	\$805,066.00
o) Accounting/Auditing Activities related to maintaining and auditing books of account, preparation of financial statements and account analysis.	0.0	\$0.00
p) Business Analysis Preparation and review of company business plan; development and review of strategies; preparation and review of cash flow forecasts and feasibility studies.	0.0	\$0.00
q) Corporate Finance Review financial aspects of potential mergers, acquisitions and disposition of company or subsidiaries.	0.0	\$0.00
r) Data Analysis Management information systems review, installation and analysis, construction, maintenance and reporting of significant case financial data, lease rejection, claims, etc.	0.0	\$0.00
s) Litigation Consulting Providing consulting and expert witness services related to various bankruptcy matters such as insolvency, feasibility, avoiding actions; forensic accounting, etc.	0.0	\$0.00
t) Reconstruction Accounting Reconstructing books and records from past transactions and bringing accounting current.	0.0	\$0.00
u) Tax Issues Analysis of tax issues and preparation of state and federal tax returns.	0.0	\$0.00
v) Valuation Appraise or review appraisals of assets.	0.0	\$0.00
w) Travel Time (billed @ 50%)	217.3	\$146,011.75
x) Committee Governance Matters Analysis regarding committee governance matters, including creation of by-laws and addressing other governance matters.	12.3	\$14,953.00

SERVICES RENDERED	HOURS	FEE
y) Investigation and Due Diligence Investigation and analysis of prepetition transactions and activities of the Debtor and related entities and assessment of potential claims and causes of action.	0.0	\$0.00
z) Hearings Preparation for and attendance at hearings.	541.8	\$676,908.50
aa) Mediation Preparation for and attendance at mediation.	59.0	\$103,041.50
bb) Dismissal / Trustee / Examiner Matters Issues relating to motions to dismiss, motions to appoint an examiner or trustee, and related appeals as applicable.	3,438.2	\$3,822,845.50
cc) Meetings of Co-Counsel Preparing for and attendance at meetings of co-counsel and other TCC professionals to develop case strategy, coordinate actions items and prepare in advance of full committee meetings.	137.4	\$188,044.50
SERVICE TOTALS:	8,489.2	\$9,729,678.75

**SECTION III
SUMMARY OF DISBURSEMENTS
DURING RETAINED PERIOD**

DISBURSEMENTS	AMOUNT
a) Filing Fees Payable to Clerk of Court.	\$1,317.00
b) Computer Assisted Legal Research Westlaw, Lexis and a description of manner calculated. Westlaw and LEXIS at vendor cost.	\$29,186.92
c) Pacer Fees Payable to the Pacer Service Center for search and/or print.	\$291.40
d) Fax Include per page fee charged.	\$0.00
e) Case Specific Telephone/Conference Call Charges Exclusive of overhead charges.	\$0.00
f) In-house Reproduction Services Exclusive of overhead charges.	\$5,871.20
g) Outside Reproduction Services Including scanning services.	\$32,898.00
h) Other Research Title searches, UCC searches, Asset searches, Accurint.	\$0.00
i) Court Reporting Transcripts and Deposition Services.	\$186,559.48
j) Travel Mileage, tolls, airfare, parking.	\$117,092.02
k) Courier & Express Carriers Overnight and personal delivery.	\$745.56
l) Postage	\$0.00
m) Other (specify) Meals Meals.	\$21,685.63
p) Other (specify) Expert and Professional Fees; Trial Expenses.	\$162,507.64
q) Other (specify) eDiscovery Hosting.	\$777.41
DISBURSEMENTS TOTAL:	\$558,932.26

I certify under penalty of perjury that the above is true.

Date: September 7, 2023

/s/ Sunni P. Beville